FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *<u>*</u>* CODY THOMAS G	2. Issuer Name **and** Ticker or Trading Symbol FEDERATED DEPARTMENT STORES INC /DE/ [FD]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle) C/O FEDERATED DEPARTMENT STORES, INC., 7 WEST SEVENTH STREET	3. Date of Earliest Transaction (Month/Day/Year) 03/24/2006

Director ___ 10% Owner ___
X Officer (give title below) ___ Other (specify below) ___
Vice Chair

(Street) CINCINNATI, OH 45202	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) X Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								1,294 [(1)](#)	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Common Stock	$ 72.52	03/24/2006		A		19,485		[(2)](#)	03/24/2016	Common Stock	19,485	$ 0	19,485	D	
Phantom Stock Units	[(3)](#)	03/24/2006		A		6,793		[(4)](#)	[(4)](#)	Common Stock	6,793	$ 0	21,310	D	
Phantom Stock Units	[(3)](#)	03/24/2006		A		10,962		[(5)](#)	[(5)](#)	Common Stock	10,962	$ 0	10,962	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CODY THOMAS G C/O FEDERATED DEPARTMENT STORES, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202			Vice Chair	

Signatures

/s/Padma Tatta Cariappa, as attorney-in-fact for Thomas G. Cody pursuant to a Power of Attorney	03/28/2006
*<u>**</u>*Signature of Reporting Person	Date

Explanation of Responses:

(1) Reflects matching contributions under the Issuer's 401(k) plan, derived by dividing the value of the undivided interst of the reporting person in the applicable investment fund as of March 24, 2006 by $71.65, the stock price of such date.

(2) Grant to reporting person of options to purchase 19,485 shares of common stock under the Issuer's 1995 Executive Equity Incentive Plan. The options become exercisable in 25% increments on March 24, 2007, March 24, 2008, March 24, 2009 and March 24, 2010.

(3) 1-for-1 conversion.

(4) The value of the phantom stock units will be payable in cash as follows: 50% on February 4, 2008 and 50% on February 2, 2009.

(5) The value of the phantom stock units will be payable in cash as follows: 50% on February 1, 2010 and 50% on January 31, 2011.